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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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<b>In re</b>	:	<b>Chapter 11 Case No.</b>
	:	
<b>LEHMAN BROTHERS HOLDINGS INC.,</b>	:	<b>08-13555 (JMP)</b>
<i>et al.</i>	:	
	:	
<b>Debtors.</b>	:	<b>(Jointly Administered)</b>
	:	
-----		X

**BARCLAYS OBJECTION TO PORTION OF  
DISNEY MOTION FOR APPOINTMENT OF EXAMINER  
PURSUANT TO SECTION 1104(c)(2) OF THE BANKRUPTCY CODE**

**EXHIBIT E**

Exhibit E

\*\*\*EXCERPTS\*\*\*

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UNITED STATES BANKRUPTCY COURT

SOUTHERN DISTRICT OF NEW YORK

Case No. 08-13555

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In the Matter of:

LEHMAN BROTHERS HOLDINGS, INC., et al.

Debtors.

- - - - -x

United States Bankruptcy Court

One Bowling Green

New York, New York

September 19, 2008

4:36 PM

B E F O R E:

HON. JAMES M. PECK

U.S. BANKRUPTCY JUDGE

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1 approved and should be approved tonight. And we should get the  
2 orders entered and get the transfers done before there's any  
3 other prejudice and harm. Thank you, Your Honor.

4 THE COURT: Thank you, Mr. Miller.

5 MS. GRANFIELD: Really brief, Your Honor, because I  
6 won't tread over any ground that Mr. Miller just went over.  
7 The importance, if Your Honor is so disposed to approve the  
8 transaction of staying here, getting the order done and getting  
9 it entered tonight, my client wanted me to express to you the  
10 importance is really not only in terms of the operations, the  
11 moving of the money, the preserving of the value for this  
12 estate, but the importance in terms of staying here and get it  
13 done tonight is really with respect to the employees who we've  
14 already heard many times have really had a horrible week. They  
15 have had a bit of hope in terms of being able to return to a  
16 more business as usual. And we're really concerned if they  
17 don't wake up tomorrow and see that not only has it been  
18 approved but the order's been entered and we're moving forward  
19 towards closing.

20 Just generally, with respect to the objections,  
21 Barclays Capital cannot pay out the sums that have been put on  
22 the record tonight and subject itself to collateral attack.  
23 It's not doing this transaction to paint a bullseye on its back  
24 for every subsidiary creditor, landlord, fund that wants to  
25 figure out who's a deep pocket, oh, Barclays is doing this deal

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1 so it's one of the three or four deep pockets that could have  
2 and so we're going to reward by mixing it in collateral  
3 litigation. If there's really any chance of that, it won't  
4 happen. And this will all be for naught. So we do have to  
5 keep our eye on that ball.

6 And then finally, Your Honor, in the proffer of some  
7 of the testimony tonight, and this had been said before, and it  
8 may have been the belief of the parties who had said it, but  
9 it's important with respect to Barclays and its relationship  
10 with regulators in the U.K. that we wanted to make a pointed  
11 statement that it has not only been the U.S. regulators that  
12 have really gone above and beyond to try and facilitate this  
13 transaction. But the regulators in the United Kingdom have  
14 done so as well. And there was speculation, really, that maybe  
15 the U.K. regulators had some to do with not having the prior  
16 transaction that was worked on last week come to fruition. And  
17 it turns out that's not the case. It really was not a  
18 regulatory issue but just a question of the structure of the  
19 transaction would have required Barclays to have a  
20 shareholder's vote in order to do the transaction and that just  
21 was not going to happen with the precipitous terrible things  
22 that were happening at the time. And so, we just wanted to  
23 correct the record with respect to that. And with that, I'll  
24 turn it over to others.

25 MR. BIENENSTOCK: May I respond for a moment, Your

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1 Honor?

2 THE COURT: Yes, you may.

3 MR. BIENENSTOCK: I just want to point out that,  
4 number one, we all understand the importance of the  
5 transaction. And it's very easy for a party sponsoring it to  
6 say, and I won't do it unless you give me something illegal, so  
7 give it to me, Judge. I'd like to point Your Honor to some  
8 evidence Your Honor admitted, the contract. Nowhere in that  
9 contract does it say they need an order that's free and clear  
10 of successor liability from creditors of non-debtor  
11 subsidiaries. Nowhere. This is just overreaching and gambling  
12 that Your Honor feels this is so important that you'll do  
13 something illegal so they'll close tonight. Thanks.

14 THE COURT: It's my job to do what the law permits in  
15 the exercise of my discretion. This week, more than any other  
16 week since I was appointed to the bench, I have felt the  
17 awesome power of this job. And it's now Saturday morning.  
18 I've given a lot of thought the objections. I reviewed each  
19 one that I could get. They were flying in this afternoon one  
20 after another. And I categorized them in my mind and  
21 considered carefully whether it was permissible for me as a  
22 judge in this district to approve a transaction this momentous  
23 on such an extraordinarily fast schedule. And I gave  
24 consideration to the due process considerations that have been  
25 articulated in objections both orally and in writing. And I